

CAPITAL ONE FINANCIAL CORP

Form 4

May 22, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FAIRBANK RICHARD D

2. Issuer Name **and** Ticker or Trading
Symbol
CAPITAL ONE FINANCIAL CORP
[COF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1680 CAPITAL ONE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, CEO and President

MCLEAN, VA 22102

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u> <u>(2)</u>	05/21/2007		S		400	D	\$ 77.71
2,210,695	D						
Common Stock <u>(1)</u>	05/21/2007		S		200	D	\$ 77.72
2,210,495	D						
Common Stock <u>(1)</u>	05/21/2007		S		600	D	\$ 77.73
2,209,895	D						
Common Stock <u>(1)</u>	05/21/2007		S		200	D	\$ 77.75
2,209,695	D						
Common Stock <u>(1)</u>	05/21/2007		S		400	D	\$ 77.76
2,209,295	D						

Edgar Filing: CAPITAL ONE FINANCIAL CORP - Form 4

Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.77	2,209,195	D
Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.78	2,209,095	D
Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.79	2,208,995	D
Common Stock <u>(1)</u>	05/21/2007	S	400	D	\$ 77.8	2,208,595	D
Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.81	2,208,495	D
Common Stock <u>(1)</u>	05/21/2007	S	300	D	\$ 77.82	2,208,195	D
Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.83	2,208,095	D
Common Stock <u>(1)</u>	05/21/2007	S	200	D	\$ 77.84	2,207,895	D
Common Stock <u>(1)</u>	05/21/2007	S	200	D	\$ 77.85	2,207,695	D
Common Stock <u>(1)</u>	05/21/2007	S	200	D	\$ 77.86	2,207,495	D
Common Stock <u>(1)</u>	05/21/2007	S	439	D	\$ 77.87	2,207,056	D
Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.88	2,206,956	D
Common Stock <u>(1)</u>	05/21/2007	S	300	D	\$ 77.89	2,206,656	D
Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.91	2,206,556	D
Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.92	2,206,456	D
Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.96	2,206,356	D
Common Stock <u>(1)</u>	05/21/2007	S	100	D	\$ 77.99	2,206,256	D
Common Stock						107,502	I

By
Fairbank
Morris

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRBANK RICHARD D 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	X		Chairman, CEO and President	

Signatures

/s/ Polly A. Nyquist (POA) on file for Richard D.
Fairbank

05/22/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This transaction was executed pursuant to a trading plan entered into by the Reporting Person on February 1, 2007, in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Due to SEC rules limiting the number of non-derivative transactions that can be reported on a single Form 4, this Form 4 is a continuation of the Form 4 filed for the same date listed above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.